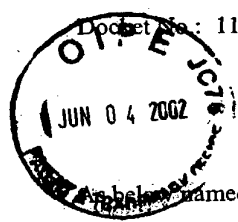


#6



Docket No: 114205.1501

DECLARATION AND POWER OF ATTORNEY

I, the below named inventor, We hereby declare that:

My residence, post office and citizenship are as stated below next to my name,

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter claimed and for which a patent is sought on the invention entitled **COMPOUNDS AND METHODS FOR MODULATING CELL-ADHESION MEDIATED DRUG RESISTANCE**, the specification of which [] is attached hereto OR [X] was filed on March 1, 2001, as Application Serial No. 09/795,484, and was amended on (if applicable).

I/We hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I/We acknowledge the duty to disclose information which is known to me to be material to patentability in accordance with Title 37, Code of Federal Regulations, Section 1.56(a).

I/We hereby claim foreign priority benefits under Title 35, United States Code, Section 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

Prior Foreign Application(s):			Priority Claimed	
<u>Number</u>	<u>Country</u>	<u>Day/Month/Year filed</u>	<u>Yes</u>	<u>No</u>

I hereby claim the benefit under 35 USC Section 119(e) of any United States provisional application(s) listed below.

Prior Provisional Application(s):	
<u>Application Number</u>	<u>Filing Date</u>
60/186,198	March 1, 2000

I/We hereby claim the benefit under Title 35, United States Code, Section 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

Prior U. S. Application(s):		
<u>Serial No.</u>	<u>Filing Date</u>	<u>Status: Patented, Pending, Abandoned</u>

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

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Docket No.: 114205.1501

The undersigned hereby grant(s) the firm of PEPPER HAMILTON LLP the power to insert on this Declaration any further identification, including the application number and filing date, which may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document

I hereby appoint the following attorney(s) and/or agent(s):

Robert A. Koons, Jr.	Reg. No. 32,474	Daniel M. Maloney	Reg. No. 43,771
Leo J. Jennings	Reg. No. 32,902	Christopher J. Kay, Ph.D.	Reg. No. 44,820
Gilberto M. Villacorta, Ph.D	Reg. No. 34,038	Paul D. Roath, Ph.D.	Reg. No. 45,045
Corinne M. Pouliquen	Reg. No. 35,753	James M. Singer	Reg. No. 45,111
Kenneth J. Sheehan	Reg. No. 36,270	Thor B. Nielsen, Ph.D.	Reg. No. 45,528
Gail Dalickas	Reg. No. 40,979	Matthew P. McWilliams	Reg. No. 46,922
Jean C. Edwards	Reg. No. 41,728	Sean A. Pryor	Reg. No. 48,103
Edna Vassilovski	Reg. No. 42,198		

with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith, and all future correspondence should be addressed to the address at the aforementioned customer number. with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith, and all future correspondence should be addressed to:

21269

Pepper Hamilton LLP
600 Fourteenth Street, N.W.
Washington, D.C. 20005
Tel.: 202.220.1200

Full name of inventor: William S. Dalton

Inventor's signature:

Date:

Residence: Tampa, Florida

Citizenship: U.S.

Post Office Address: 111 Dunbar Avenue, Tampa, Florida 33629

Full name of inventor: Jason S. Damiano

Inventor's signature: *Jason Damiano*

Date: 12/6/01

Residence: Tampa, Florida

Citizenship: U.S.

Post Office Address: 5100 Burchette Road, #501, Tampa, Florida 33647

Full name of inventor: Anne E. Cress

Inventor's signature:

Date:

Residence: Tucson, Arizona

Citizenship: U.S.

Post Office Address: 4121 N. San Simieon Road, Tucson, Arizona 85718

Full name of inventor: Jason S. Damiano

Inventor's signature:

Date:

Residence: Tampa, Florida

Citizenship: U.S.

Post Office Address: 5100 Burchette Road, #501, Tampa, Florida 33647

Full name of inventor: Anne E. Cress

Inventor's signature:

Date: 12/08/01

Residence: Tucson, Arizona

Citizenship: U.S.

Post Office Address: 4121 N. San Simjeon Road, Tucson, Arizona 85718

Docket No.: 114205.1401

ASSIGNMENT

WHEREAS WE, William S. Dalton and Jason S. Damiano, have made a certain new and useful invention as set forth in an application for United States Letters Patent, entitled, **METHODS FOR MODULATING CELL-ADHESION MEDIATED DRUG RESISTANCE** for which an application for United States Letters Patent was filed on March 1, 2001, and identified by United States Serial No. 09/795,474;

AND WHEREAS, University of South Florida, a corporation of the State of Florida and having an address of 4202 E. Fowler Avenue FA0126, Tampa, FL 33620-7900 is desirous of acquiring the entire right, title and interest in and to said invention, including the right to sue for past infringement, and in and to any and all Letters Patent of the United States and foreign countries which may be obtained therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt for and sufficiency of which is hereby acknowledged, We do hereby sell, assign, transfer and set over unto, its legal representatives, successors, and assigns, the entire right, title and interest in and to said invention as set forth in the above-mentioned application, including any continuations, continuations-in-part, divisions, reissues, re-examinations or extensions thereof, and in and to any and all patents of the United States and foreign countries which may be issued for said invention;

UPON SAID CONSIDERATIONS, We hereby agree with the said assignee that We will not execute any writing or do any act whatsoever conflicting with these presents, and that We will, at any time upon request, without further or additional consideration but at the expense of said assignee, execute such additional assignments and other writings and do such additional acts as said assignee may deem necessary or desirable to perfect the assignee's enjoyment of this grant, and render all necessary assistance in making application for and obtaining original, divisional, continuations, continuations-in-part, reexamined, reissued, or extended Letters Patent of the United States or of any and all foreign countries on said invention, and in enforcing any rights or choses in action accruing as a result of such applications or patents, by giving testimony in any proceedings or transactions involving such applications or patents, and by executing preliminary statements and other affidavits, it being understood that the foregoing covenant and agreement shall bind, and inure to the benefit of the assigns and legal representatives of assignor and assignee;

AND We request the Commissioner of Patents and Trademarks to issue any Letters Patent of the United States which may be issued for said invention to said, its legal representatives, successors or assigns, as the sole owner of the entire right, title and interest in and to said patent and the invention covered thereby.

Date

William S. DALTON

STATE OF _____)

) SS:

COUNTY OF _____)

On this _____ day of _____, 2001, before me personally appeared _____, to me known to be the person named in and who executed the above instrument, and acknowledged to me that he/she executed the same for the uses and purposes therein set forth.

S E A L

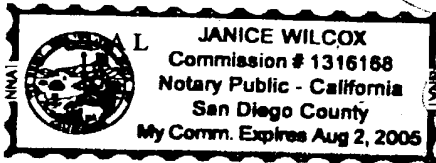
Notary Public

My commission expires _____

12-6-01
Date Jason S. DAMIANO
Jason S. DAMIANO

STATE OF California
COUNTY OF San Diego) SS:

On this 6 day of December, 2001, before me personally appeared Jason Damiano to me known to be the person named in and who executed the above instrument, and acknowledged to me that he/she executed the same for the uses and purposes therein set forth.



Janice Wilcox
Notary Public
My commission expires 8-2-05

DC: #187817 v1 (40X50!!WPD)